

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re
Delphi Corporation, et al.,
Debtors.
Chapter 11 Case
Case No. 05-44481 (RDD)
(Jointly Administered)
Delphi Automotive Systems LLC
Case No. 05-44640
-----X

NOTICE OF PARTIAL TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)

TO: **JP Morgan Chase Bank, N.A.**
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Neelima Veluvolu

1. Please take notice of the transfer of \$2,351,518.28 of your claim against Delphi Automotive Systems LLC, transferred to you by Fujitsu Ten Corp. of America, represented by a proof of claim the first page of which is annexed hereto, together with all applicable interest, fees and expenses related thereto (the "Transferred Claim") to:

TPG Credit Opportunities Fund, L.P. ("Transferee")
c/o TPG Credit Management, L.P.
4600 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402
Attention: Shelley Hartman

2. No action is required if you do not object to the transfer of the Transferred Claim as described above.
IF YOU OBJECT TO THE TRANSFER OF THE TRANSFERRED CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

Clerk of the Court
United States Bankruptcy Court
Southern District of New York
615-3 Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEE**

-- Refer to **INTERNAL CONTROL NO.** ____ in your objection.

3. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: _____, 2006

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____ 2006.

INTERNAL CONTROL NO. _____

Copy Claims Agent: _____

Transferee: _____

Debtor's Attorney: _____

Deputy Clerk

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATON, *et al.*, : (Jointly Administered)
: Debtors. :
: :
-----X

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

JPMORGAN CHASE BANK, N.A., (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto TPG CREDIT OPPORTUNITIES FUND, L.P., its respective successors and assigns ("Assignee") all rights, title and interest in and to the general unsecured claims of Assignor described more fully below plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Automotive Systems LLC (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44640 (RDD) (Jointly Administered). Assignee's payment and delivery instructions are attached hereto as Exhibit A.

The claim transferred hereby represents a 46% pro-rata interest in the Proof of Claim filed by Fujitsu Ten Corp. of America ("Original Assignor"), a copy of which is attached hereto as Exhibit B. Exhibit C contains a copy of the Notice of Transfer of Claim from Original Assignor to Assignor. Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

IN WITNESS WHEREOF, dated the 6th day of December, 2006.

TPG Credit Opportunities Investors, L.P.
By: TPG Credit Opportunities Fund G.P.,
L.P.
Its: General Partner
As Assignee

Accepted and agreed to as of this ____ day of
December, 2006

JPMORGAN CHASE BANK, N.A.
as Assignor

By _____
Name:
Title:

By: Julie K. Braun
Name: Julie K. Braun
Title: Vice President

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|------------------------------------|---|
| -----X | |
| In re: | : |
| | : |
| DELPHI CORPORATON, <i>et al.</i> , | : |
| | : |
| Debtors. | : |
| -----X | |

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

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IN WITNESS WHEREOF, dated the ____ day of December, 2006.


TPG Credit Opportunities Investors, L.P.
By: TPG Credit Opportunities Fund G.P.,
L.P.
Its: General Partner
As Assignee

Accepted and agreed to as of this ____ day of
December, 2006

By: _____

JPMORGAN CHASE BANK, N.A.
as Assignor

Name:
Title:

By 
Name:
Title:

Carrie A. Parks
Authorized Signatory

EXHIBIT A

Assignee's Payment and Delivery Instructions:

Contacts/Notification Methods: Borrowings, Paydowns, Interest, Fees, etc.

| | | |
|-----------------|---|---|
| | <u>Primary Credit Contact</u> | <u>Secondary Credit Contact</u> |
| Name: | Jonathan Roiter | Kirk Ogren |
| Company: | TPG Credit Management, L.P. | TPG Credit Management, L.P. |
| Title: | Senior Analyst | Portfolio Manager |
| Address: | 4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402 | 4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402 |
| Telephone: | 952-851-3014 | 952-851-3006 |
| Facsimile: | 952-851-3001 | 952-851-3001 |
| E-Mail Address: | jroiter@tpgcredit.com | kogren@tpgcredit.com |
| | <u>Primary Operations Contact</u> | <u>Secondary Operations Contact</u> |
| Name: | Shelley Hartman | Julie Braun |
| Company: | TPG Credit Management, L.P. | TPG Credit Management, L.P. |
| Title: | Operations Manager | COO |
| Address: | 4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402 | 4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402 |
| Telephone: | 952-851-3020 | 952-851-3008 |
| Facsimile: | 952-851-3001 | 952-851-3001 |
| E-Mail Address: | confirms@tpgcredit.com shartman@tpgcredit.com | jbraun@tpgcredit.com |

Domestic Wire Instructions

| | |
|------------------|--|
| Bank Name: | Wells Fargo |
| ABA/Routing No.: | 121000248 |
| Account Name: | TPG Credit Opportunities ^{Fund} Investors, L.P. |
| Account No.: | 4121382688667 |

EXHIBIT B

Proof of Claim

| FORM B10 (Official Form 10) (04/04) | | UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK | | PROOF OF CLAIM | |
|--|--|--|--|----------------------------------|--|
| Name of Debtor DELPHI AUTOMOTIVE SYSTEMS LLC | | Case Number 05-44640 | | This Space for Court Use Only | |
| NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. | | | | | |
| Name of Creditor (the person or other entity to whom the debtor owes money or property): FUJITSU TEN CORP. OF AMERICA | | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. | | This Space is for Court Use Only | |
| Name and Address where notices should be sent: FUJITSU TEN CORP. OF AMERICA Attn: Shig Onimura 47800 Halyard Drive Plymouth, MI 48170 | | Telephone Number: 734-414-6645 | | | |
| Last four digits of account or other number by which creditor identifies Debtor: | | Check here if <input type="checkbox"/> replaces a previously filed claim, dated: _____ <input type="checkbox"/> amends | | | |
| 1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold <input type="checkbox"/> Services Performed <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS#: _____ Unpaid compensation for services performed from _____ (date) to _____ (date) | | | | | |
| 2. Date Debt was incurred: <u>9/2003 - 10/2005</u> | | 3. If court judgment, date obtained: _____ | | | |
| 4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$ 5,504,674.99 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____. *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. | | | | | |
| 5. Total Amount of Claim at Time Case Filed: \$ 5,504,674.99 (Unsecured) (Secured) (Priority) (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges. | | | | | |
| 6. Credits: The amount of all payments on this claim have been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. SEE ATTACHED SUMMARY. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. | | | | This space for Court Use Only | |
| Date 3/15/06 | | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): CARSON FISCHER, P.L.C., Christopher A. Grosman, Esq., 4111 Andover Rd., West-2nd Floor, Bloomfield Hills, Michigan, 48302, Phone (248) 644-4840, Fax (248) 644-1832 (Counsel for Claimant) | | | |

Fujitsu Ten Corp. of America
ACCOUNTS RECEIVABLE DETAIL AGED TRIAL BALANCE
AS OF OCTOBER 8, 2005

Milli Wave Radar Sensor

| Delco | NO | FTL Inv# | Shipping Advice # | Delphi PO# | Ship Date | Invoice Amt. |
|-------|----|------------|-------------------|------------|------------|--------------|
| 1 | 5 | DA030909-1 | DA030909-1 | EKS55047 | 9/9/2003 | 6,000.00 |
| 1 | 6 | 03/1579 | JE031008 | 00488775 | 10/11/2003 | 5,492.43 |
| 1 | 7 | 03/1611 | JE031010 | 00488775 | 10/13/2003 | 4,271.89 |
| 1 | 8 | 03/1695 | JE031024 | 00488775 | 10/27/2003 | 8,543.78 |
| 1 | 9 | 03/1707 | BK-4084 | EKS56978 | 10/31/2003 | 9,000.00 |
| 1 | 10 | 03/1814 | JE031114 | 00488775A | 11/16/2003 | 17,697.83 |
| 1 | 11 | 03/1826 | JE031118 | 00488775A | 11/20/2003 | 6,712.97 |
| 1 | 12 | 03/1835 | LR031120 | 00488775A | 11/20/2003 | 1,830.81 |
| 1 | 13 | 03/1562 | JE031003 | 00488775 | 2/17/2004 | 12,205.40 |
| 1 | 14 | 04/2271 | | 450046722 | 2/20/2004 | 2,749.50 |
| 1 | 16 | 05/6053 | DA050826 | 550068610 | 8/29/2005 | 180,149.76 |
| 1 | 17 | DA050902 | DA050902 | 550068610 | 9/4/2005 | 180,149.76 |
| 1 | 18 | 05/6120 | GM050902 | 550063160 | 9/5/2005 | 24,000.00 |
| 1 | 19 | 05/6119 | JA050902 | 550061176 | 9/5/2005 | 16,800.64 |
| 1 | 20 | 05/6187 | JA050907 | 550061176 | 9/7/2005 | 37,801.44 |
| 1 | 21 | DA050912 | DA050912 | 550068610 | 9/12/2005 | 90,074.88 |
| 1 | 22 | 05/6188 | GM050907 | 550063160 | 9/16/2005 | 36,000.00 |
| 1 | 23 | 05/6189 | GM050913 | 550063160 | 9/16/2005 | 76,000.00 |
| 1 | 24 | 05/6234 | DA050919 | 550068610 | 9/20/2005 | 50,041.60 |
| 1 | 25 | 05/6235 | DA050919-1 | 450134886 | 9/20/2005 | 2,100.08 |
| 1 | 26 | 05/6237 | GM050921 | 550063160 | 9/21/2005 | 68,000.00 |
| 1 | 27 | 05/6296 | DA050923 | 450114254 | 9/23/2005 | 12,600.48 |
| 1 | 28 | 05/6298 | DA050926 | 550068610 | 9/26/2005 | 40,033.28 |
| 1 | 29 | 05/6297 | GM050926 | 550063160 | 9/26/2005 | 32,000.00 |
| 1 | 30 | 05/6299 | GM050927 | 550063160 | 9/27/2005 | 48,000.00 |
| 1 | 32 | 05/6392 | GM051004 | 550061176 | 10/4/2005 | 44,000.00 |
| 1 | 33 | 05/6394 | GM051006 | 550061176 | 10/6/2005 | 24,000.00 |

Milli Wave Radar Sensor AR Balance

1,036,256.53

Deck Mechanism

| ID | Customer | Invoice/CM # | Date | Amount |
|---------|-------------------|----------------|------------|------------|
| DELCO 1 | DELCO ELECTRONICS | Pend DDM031281 | 2/1/2004 | 3,920.40 |
| DELCO 1 | DELCO ELECTRONICS | Pend DDM031282 | 2/1/2004 | 2,613.60 |
| DELCO 1 | DELCO ELECTRONICS | Pend DDM031283 | 2/1/2004 | 3,920.40 |
| DELCO 1 | DELCO ELECTRONICS | Pend DDM031284 | 2/1/2004 | 5,161.86 |
| DELCO 1 | DELCO ELECTRONICS | DDE040141 | 3/20/2004 | 5,916.60 |
| DELCO 1 | DELCO ELECTRONICS | DEL040182 | 4/6/2004 | 6,188.40 |
| DELCO 1 | DELCO ELECTRONICS | DDM040191 | 4/14/2004 | 29,379.84 |
| DELCO 1 | DELCO ELECTRONICS | DDM040256 | 5/5/2004 | 16,788.48 |
| DELCO 1 | DELCO ELECTRONICS | DDE040304 | 5/25/2004 | 7,344.96 |
| DELCO 1 | DELCO ELECTRONICS | DDE040317 | 5/31/2004 | 16,788.48 |
| DELCO 1 | DELCO ELECTRONICS | DDE040342 | 6/10/2004 | 5,688.00 |
| DELCO 1 | DELCO ELECTRONICS | DDE040553 | 8/20/2004 | 5,688.00 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040615 | 9/1/2004 | 14,889.12 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040642 | 9/9/2004 | 8,547.84 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040720 | 9/24/2004 | 59,313.60 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040729 | 9/27/2004 | 34,191.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE040734 | 9/28/2004 | 51,287.04 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040792 | 10/11/2004 | 8,547.84 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040814 | 10/14/2004 | 6,788.16 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040816 | 10/14/2004 | 25,643.52 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040820 | 10/15/2004 | 17,095.68 |
| DELCO 1 | DELCO ELECTRONICS | DDE-040948 | 11/5/2004 | 8,547.84 |
| DELCO 1 | DELCO ELECTRONICS | DDE-0401146 | 12/13/2004 | 8,572.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500327 | 2/22/2005 | 42,832.80 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500327 | | -32,060.16 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500367 | 3/9/2005 | 5,688.00 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500367 | | -3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500420 | 3/22/2005 | 7,048.80 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500911 | 8/26/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500923 | 8/31/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500924 | 8/31/2005 | 1,001.88 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500926 | 9/1/2005 | 40,075.20 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500927 | 9/1/2005 | 56,105.28 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500928 | 9/1/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500929 | 9/1/2005 | 16,030.08 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500930 | 9/2/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500931 | 9/2/2005 | 72,135.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500933 | 9/5/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500934 | 9/5/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500935 | 9/5/2005 | 72,135.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500936 | 9/5/2005 | 40,075.20 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500937 | 9/6/2005 | 40,075.20 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500938 | 9/6/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500939 | 9/6/2005 | 8,015.04 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500940 | 9/6/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500941 | 9/6/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500942 | 9/6/2005 | 1,669.80 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500943 | 9/6/2005 | 40,075.20 |

| ID | Customer | Invoice/CM # | Date | Amount |
|---------|-------------------|--------------|-----------|-----------|
| DELCO 1 | DELCO ELECTRONICS | DDE0500945 | 9/6/2005 | 32,060.16 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500946 | 9/7/2005 | 24,045.12 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500947 | 9/7/2005 | 4,229.28 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500948 | 9/7/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500953 | 9/7/2005 | 16,030.08 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500954 | 9/7/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500956 | 9/8/2005 | 24,045.12 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500957 | 9/8/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500958 | 9/8/2005 | 8,015.04 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500959 | 9/8/2005 | 32,060.16 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500960 | 9/8/2005 | 32,060.16 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500961 | 9/9/2005 | 24,045.12 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500964 | 9/9/2005 | 40,075.20 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500966 | 9/9/2005 | 16,030.08 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500967 | 9/9/2005 | 5,343.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500968 | 9/9/2005 | 24,045.12 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500969 | 9/9/2005 | 24,045.12 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500970 | 9/9/2005 | 16,030.08 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500971 | 9/12/2005 | 96,180.48 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500972 | 9/12/2005 | 16,030.08 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500973 | 9/12/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500975 | 9/12/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500976 | 9/13/2005 | 72,135.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500977 | 9/13/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500978 | 9/13/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500979 | 9/13/2005 | 88,165.44 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500980 | 9/13/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500981 | 9/14/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500983 | 9/14/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500984 | 9/14/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500985 | 9/14/2005 | 56,105.28 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500986 | 9/15/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500987 | 9/15/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500988 | 9/15/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500989 | 9/15/2005 | 8,458.56 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500990 | 9/16/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500991 | 9/19/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500993 | 9/19/2005 | 72,135.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500994 | 9/19/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500995 | 9/20/2005 | 56,105.28 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500996 | 9/20/2005 | 7,048.80 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500997 | 9/20/2005 | 56,105.28 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500998 | 9/20/2005 | 72,135.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0500999 | 9/20/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501000 | 9/20/2005 | 2,671.68 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501001 | 9/20/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501002 | 9/20/2005 | 72,135.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501003 | 9/20/2005 | 4,322.88 |

| ID | Customer | Invoice/CM # | Date | Amount |
|---------|-------------------|--------------|-----------|-----------|
| DELCO 1 | DELCO ELECTRONICS | DDE0501004 | 9/20/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501005 | 9/23/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501007 | 9/23/2005 | 32,060.16 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501008 | 9/23/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501009 | 9/23/2005 | 2,671.68 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501010 | 9/26/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501011 | 9/26/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501012 | 9/26/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501013 | 9/26/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501021 | 9/26/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501022 | 9/27/2005 | 5,639.04 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501023 | 9/27/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501025 | 9/27/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501026 | 9/28/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501027 | 9/28/2005 | 32,060.16 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501028 | 9/28/2005 | 88,165.44 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501029 | 9/28/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501030 | 9/29/2005 | 24,045.12 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501031 | 9/29/2005 | 72,135.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501032 | 9/29/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501033 | 10/1/2005 | 40,075.20 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501034 | 10/1/2005 | 56,105.28 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501035 | 10/1/2005 | 56,105.28 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501036 | 10/1/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501037 | 10/3/2005 | 72,135.36 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501038 | 10/3/2005 | 5,639.04 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501039 | 10/3/2005 | 24,045.12 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501040 | 10/3/2005 | 5,639.04 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501041 | 10/3/2005 | 64,120.32 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501042 | 10/4/2005 | 80,150.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501044 | 10/4/2005 | 7,048.80 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501045 | 10/4/2005 | 48,090.24 |
| DELCO 1 | DELCO ELECTRONICS | DDE0501051 | 10/6/2005 | 3,524.40 |
| DELCO 1 | DELCO ELECTRONICS | DDE051049 | 10/6/2005 | 4,934.16 |

Playback Mechanism AR Balance 4,468,418.46

Milli Wave Radar Sensor AR Balance 1,036,256.53

Grand Total 5,504,674.99

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
: Case No. 05-44481 (RDD)
: :
In re Delphi Corporation. : (Jointly Administered)
: :
: :
Debtors.
-----X

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

**TO: FUJITSU TEN CORP. OF AMERICA
("ASSIGNOR")
47800 Halyard Drive
Plymouth, Michigan 48170**

As of March 24, 2006, Assignor's Claim against Debtors in the principal amount of \$5,111,996.27 has been transferred to the following Assignee:

**JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Stanley Lim
Telephone: (212) 270-4421
Facsimile: (212) 270-2157
E-mail: stanley.lim@jpmorgan.com**

The Evidence of Transfer of Claim is attached as Exhibit A and the Assignee's payment and delivery instructions are attached as Exhibit B. The Proof of Claim is attached hereto as Exhibit C. No action is required if you do not object to the transfer of your claim. However, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER:

| Mailing Address: | Physical Address: |
|---|--|
| United States Bankruptcy Court Southern District of New York Delphi Corporation Claim Docketing Center Bowling Green Station, PO Box 5058 New York, NY 10274-5058 | United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004 |

**PLEASE SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE AT THE
FOLLOWING ADDRESS:**

JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Stanley Lim
Telephone: (212) 270-4421
Facsimile: (212) 270-2157
E-mail: stanley.lim@jpmorgan.com

WITH A COPY TO:

Kirkpatrick & Lockhart Nicholson Graham LLP
599 Lexington Avenue
New York, NY 10022
Attention: Steven H. Epstein
Telephone: (212) 536-4830
Facsimile: (212) 536-4001
E-mail: sepstein@kling.com

If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY
FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR ON THE
BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: March 24, 2006

JPMORGAN CHASE BANK, N.A.

By: 

Name:

Title:

Stanley Lim
Authorized Signatory

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
: Case No. 05-44481 (RDD)
: :
In re Delphi Corporation, : (Jointly Administered)
: :
: :
Debtors.

-----X
FUJITSU TEN CORP. OF AMERICA (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto JPMORGAN CHASE BANK, N.A., its respective successors and assigns ("Assignee") all rights, title and interest in and to the general unsecured claims of Assignor in the principal amount of \$5,111,996.27 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Corporation et al. (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered).

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim dated March 15, 2006, which is attached hereto as Exhibit C. Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

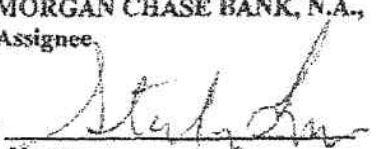
IN WITNESS WHEREOF, dated the 24th day of March, 2006.

JPMORGAN CHASE BANK, N.A.,
as Assignee.

By

Name:

Title:


Stanley Lim
Authorized Signatory

Accepted and agreed to as of this 24th date of
March, 2006

FUJITSU TEN CORP. OF AMERICA, as
Assignor

By

Name:

Title:

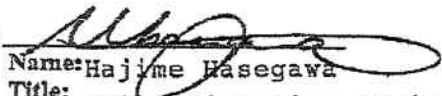
IN WITNESS WHEREOF, dated the 24th day of March, 2006.

JPMORGAN CHASE BANK, N.A.,
as Assignee

By _____
Name:
Title:

Accepted and agreed to as of this 24th date of
March, 2006

FUJITSU TEN CORP. OF AMERICA, as
Assignor

By 
Name: Hajime Hasegawa
Title: Chief Financial Officer